

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:
	:
<b>Debtors.<sup>1</sup></b>	:
	:
-----X	

	<b>Chapter 11</b>
	<b>Case No. 18-23538 (RDD)</b>
	<b>(Jointly Administered)</b>

**STATEMENT OF THE DEBTORS CERTIFYING  
COMPLIANCE WITH ORDER AUTHORIZING DEBTORS TO  
EMPLOY PROFESSIONALS USED IN THE ORDINARY COURSE  
OF BUSINESS OCTOBER 1, 2020 TO DECEMBER 31, 2020**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation (4658)); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

On February 12, 2019, the United States Bankruptcy Court for the Southern District of New York entered the *Amended Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 794) (the “**Amended Order**”) authorizing Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”).

**PLEASE TAKE NOTICE** that the Debtors hereby certify compliance with the terms of the Amended Order.

**PLEASE TAKE FURTHER NOTICE** that the following fees and expenses were paid to Ordinary Course Professionals from October 1, 2020 through December 31, 2020:

**Tier 1 Ordinary Course Professionals**

Professional	Fees and Expenses Paid In			Q4 2020
	Oct-20	Nov-20	Dec-20	
Baker & Hostetler LLP	-	-	\$5,111.00	\$5,111.00
Baute Crochetiere Hartley & Velkei LLP	-	-	\$15,243.80	\$15,243.80
Dickie, McCamey & Chilcote, P.C.	-	-	\$8,325.00	\$8,325.00
DLA Piper LLP (US)	-	-	\$144,038.55	\$144,038.55
Jackson Lewis P.C.	-	-	\$1,081.50	\$1,081.50
McConnell Valdes LLC	-	-	\$55,264.66	\$55,264.66
Novack and Macey LLP	-	-	\$97,835.85	\$97,835.85
Reed Smith, LLP	-	-	\$27,300.40	\$27,300.40
<b>Total</b>	-	-	<b>\$354,200.76</b>	<b>\$354,200.76</b>

**Tier 2 Ordinary Course Professionals**

Professional	Fees and Expenses Paid In			Q4 2020
	Oct-20	Nov-20	Dec-20	
Akerman LLP	\$4,601.00	-	\$-	\$4,601.00
Buchanan Ingersoll & Rooney P.C.	-	-	\$20,433.20	\$20,433.20
Clarke Gittens Farmer	-	-	\$171.00	\$171.00
Colon & Colon, P.S.C.	-	-	\$242.00	\$242.00
Economics Law Practice, Advocates & Solicitors	-	-	\$41,900.00	\$41,900.00
Faegre Drinker Biddle & Reath, LLP	-	-	\$21,529.77	\$21,529.77
Fox Rothschild LLP	-	-	\$1,472.00	\$1,472.00

Greenberg Traurig LLP	-	-	\$70,930.92	\$70,930.92
Haynes, Studnicka, Kahan, O'Neill & Poulakidas, LLC	-	-	\$108.50	\$108.50
Horwood Marcus & Berk	-	-	\$1,923.75	\$1,923.75
Kainen, Escalera & McHale, P.C.	-	-	\$160.00	\$160.00
Neal Gerber & Eisenberg LLP	-	-	\$14,346.15	\$14,346.15
Nicholas A. Furia (Law Offices of)	-	-	\$23,698.82	\$23,698.82
Schneider and Onofry, P.C.	-	-	\$140.00	\$140.00
Sisselman & Schwartz, LLP	-	-	\$3,445.02	\$3,445.02
Von Wobeser y Sierra, S.C.	-	-	\$92,478.68	\$92,478.68
<b>Total</b>	<b>\$4,601.00</b>	-	<b>\$292,979.81</b>	<b>\$297,580.81</b>

### Tier 3 Ordinary Course Professionals

	Fees and Expenses Paid In			
Professional	Oct-20	Nov-20	Dec-20	Q4 2020
Polsinelli, P.C.	\$65,860.42	-	\$7,217.25	\$73,077.67
Seyfarth Shaw LLP	-	-	\$97,148.74	\$97,148.74
<b>Total</b>	<b>\$65,860.42</b>	-	<b>\$104,365.99</b>	<b>\$170,226.41</b>

Dated: January 28, 2021  
New York, New York

/s/ Sunny Singh  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Jacqueline Marcus  
Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*